

TERMS OF REFERENCE

GS1 GDSN INC. DATA QUALITY STEERING COMMITTEE for the *DATA QUALITY FRAMEWORK including DATA QUALITY PROTOCOL*

Clause 1 Introduction

The GDSN Inc. Data Quality Steering Committee (hereafter: the Steering Committee) has been established to function as the advisory body to the management of GDSN Inc., to manage the *Data Quality Framework including the Data Quality Protocol*.

The Steering Committee is responsible to implement a continuous improvement process for the *Data Quality Framework*. To this end it monitors the implementation of the *Data Quality Framework* and stays in close contact with the industry.

Clause 2 Composition

The Steering Committee is composed of experts from industry, retail, GS1 Member Organisations, and, if needed, independent experts. After the initial appointment of its members by the GDSN Inc. Management Board, the Steering Committee itself appoints new members and ensures that the composition is balanced and manageable in size. Members preferably will be chosen from different geographical regions and industry representatives from businesses of various sizes. The Steering Committee will have a maximum of 12 members, to be extended to 14, provided the additional members do not come from the USA, Canada or Europe.

The Steering Committee can appoint independent experts as members, as advisors or as temporary advisors. In doing so, the Steering Committee can determine to what extent the advisor has voting powers.

The chairperson is appointed by vote from within the Steering Committee. In the absence of the chairperson, the Steering Committee will allocate a deputy chairperson. The (re)appointment of the chairperson and the independent experts takes place every three years. In the event of prolonged absences of a member the Steering Committee will seek a replacement.

The Steering Committee reports to the Management Board of GS1 GDSN Inc.

Clause 3 Task

The Steering Committee is responsible for keeping the *Data Quality Framework* up to date. To continuously improve the *Data Quality Framework*, its implementation will be closely monitored. The Steering Committee has the right to interpret this document and if necessary to supplement it.

The Steering Committee can provide further rules for self-declaration, inspection, auditing and certification. It will seek advice from all interested parties if it does so.

If deemed necessary, the Steering Committee will be responsible for employing a neutral accreditation authority to accredit certification bodies (for business entities that wish to be certified).

The Steering Committee will advise the GS1 GDSN management on matters of promotion and education of the *Data Quality Framework* and on improving data quality throughout the industry.

Additionally, the Steering Committee is authorised to provide recommendations - on request or otherwise - with regards to any aspect related to the management of the *Data Quality Framework*. These recommendations will be binding.

Clause 4 Working Order

In order to effectuate the responsibilities specified in clause 3, the Steering Committee convenes or has conference calls at least once a month, and whenever the chairperson or three members of the board make a request to do so.

The chairperson can impose confidentiality on the Steering Committee if the board receives confidential information necessary for carrying out its responsibilities.

Clause 5 Decision-taking

The Steering Committee aims to take decisions on the basis of consensus, including all participants, even those with no voting rights; in any event, more than half of the number of those members entitled to vote are required to be present. Decisions can either be taken in the meeting or by written consultation. Written consultation can be carried out by means of correspondence, i.e. by letter, fax or e-mail.

In the event of the written procedure, all participants in the Steering Committee can request verbal consultation in a meeting or conference call. In the event of written consultation, decisions are taken by consent. In case half or less vote for the motion, or if at least one person votes against the motion on principle, the proposal is required to be dealt with in a meeting or an amended motion is required to be submitted.

When decisions are taken in a meeting, recommendations are accepted by a two-thirds majority of votes.

Clause 6 Ratification and amendments

The Steering Group is entitled to ratify and amend these Regulations.

Clause 7 Concluding proviso

In cases not covered by these Regulations, the Steering Committee will take a final decision. The Steering Committee has the right to refer decisions to the GDSN Inc. Management Board.